

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

JENNY SILVA, Individually and on Behalf of  
All Others Similarly Situated, and Derivatively  
on Behalf of THE HAIN CELESTIAL  
GROUP, INC.,

Plaintiff,

v.

IRWIN D. SIMON, PASQUALE CONTE,  
ANDREW R. HEYER, ROGER MELTZER,  
LAWRENCE S. ZILAVY, RICHARD C.  
BERKE, SCOTT M. O'NEIL, ADRIANNE  
SHAPIRA, and RAYMOND W. KELLY,

Defendants,

-and-

THE HAIN CELESTIAL GROUP, INC., a  
Delaware corporation,

Nominal Defendant.

X Case No. 2:17-cv-02351-ADS-AYS

STIPULATION AND [PROPOSED]  
ORDER CONSOLIDATING THE  
RELATED STOCKHOLDER ACTIONS  
AND APPOINTING CO-LEAD AND  
LIAISON COUNSEL

**FILED**  
IN CLERK'S OFFICE  
U.S. DISTRICT COURT E.D.N.Y.

★ AUG 10 2017 ★

LONG ISLAND OFFICE

Date Action Filed: April 19, 2017

X

JENNIFER BARNES, Individually and on  
Behalf of All Others Similarly Situated, and  
Derivatively on Behalf of THE HAIN  
CELESTIAL GROUP, INC.,

Plaintiff,

v.

IRWIN D. SIMON, PASQUALE CONTE,  
ANDREW R. HEYER, ROGER MELTZER,  
LAWRENCE S. ZILAVY, RICHARD C.  
BERKE, SCOTT M. O'NEIL, ADRIANNE  
SHAPIRA, and RAYMOND W. KELLY,

Defendants,

-and-

THE HAIN CELESTIAL GROUP, INC., a  
Delaware corporation,

Nominal Defendant.

X Case No. 2:17-cv-02501-SJF-AYS

Date Action Filed: April 26, 2017

X

*[Caption continued on following page.]*

**GARYMERENSTEIN, Individually and on  
Behalf of All Others Similarly Situated, and  
Derivatively on Behalf of THE HAIN  
CELESTIAL GROUP, INC.,**

**Plaintiff,**

**v.**

**IRWIN D. SIMON, PASQUALE CONTE,  
ANDREW R. HEYER, ROGER MELTZER,  
LAWRENCE S. ZILAVY, RICHARD C.  
BERKE, SCOTT M. O'NEIL, ADRIANNE  
SHAPIRA, and RAYMOND W. KELLY,**

**Defendants,**

**-and-**

**THE HAIN CELESTIAL GROUP, INC., a  
Delaware corporation,**

### Nominal Defendant.

**X Case No. 2:17-cv-03119-ADS**

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**Date Action Filed: May 23, 2017**

**WHEREAS**, there are currently three related stockholder derivative and class actions pending in this District against Irwin D. Simon, Pasquale Conte, Andrew R. Heyer, Roger Meltzer, Lawrence S. Zilavy, Richard C. Berke, Scott M. O'Neil, Adrienne Shapira, and Raymond W. Kelly (the "Individual Defendants"), who are current directors and officers of nominal defendant The Hain Celestial Group, Inc. ("Hain Celestial") (Hain Celestial, together with the Individual Defendants, is collectively referred to herein as "Defendants"): *Silva v. Simon, et al.*, Case No. 2:17-cv-02351-ADS-AYS; *Barnes v. Simon, et al.*, Case No. 2:17-cv-02501-SJF-AYS; and *Merenstein v. Heyer*, Case No. 2:17-cv-03119-ADS (together, the "Related Actions");

**WHEREAS**, under Fed. R. Civ. P. 42(a), when actions involve "a common question of law or fact," the Court may "(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay";

**WHEREAS**, the Related Actions challenge similar alleged misconduct by Hain Celestial's directors and executive officers and involve common questions of law and fact;

**WHEREAS**, in order to avoid duplication of effort and to conserve the Court's and the parties' resources, the parties agree that the Related Actions should be related and consolidated for all purposes, including pre-trial proceedings and trial, into a single consolidated action (hereinafter referred to as the "Consolidated Action");

**WHEREAS**, in order to maximize the efficiencies made possible through consolidation, the parties further agree that Robbins Arroyo LLP and Scott+Scott, Attorneys at Law, LLP shall be designated as Co-Lead Counsel, and the Law Offices of Thomas G. Amon shall be designated as Liaison Counsel, for plaintiffs in the Consolidated Action; and

**WHEREFORE**, the parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. Defendants hereby acknowledge service of the summonses and complaints in the Related Actions. Aside from defenses and objections related to the absence of a summons or of service, Defendants expressly reserve all defenses and objections to the complaints filed in the Related Actions and any complaints filed in the Consolidated Action, including but not limited to defenses based on lack of personal jurisdiction and improper venue.

2. Defendants need not answer, move or otherwise respond to any of the complaints currently filed in the Related Actions.

3. The following actions shall be consolidated for all purposes, including pre-trial proceedings and trial, into one consolidated action:

<u>Case Name</u>	<u>Case No.</u>	<u>Filing Date</u>
<i>Silva v. Simon, et al.</i>	2:17-cv-02351-ADS-AYS	April 19, 2017

<u>Case Name</u>	<u>Case No.</u>	<u>Filing Date</u>
<i>Barnes v. Simon, et al.</i>	2:17-cv-02501-SJF-AYS	April 26, 2017
<i>Merenstein v. Heyer, et al.</i>	2:17-cv-03119-ADS	May 23, 2017

4. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

IN RE THE HAIN CELESTIAL GROUP,  
INC. STOCKHOLDER CLASS AND  
DERIVATIVE LITIGATION

This Document Relates To:  
  
ALL ACTIONS.

Lead Case No. 2:17-cv-02351-ADS-AYS  
(Consolidated with No. 2:17-cv-02501-SJF-AYS; 2:17-cv-03119-ADS)  
  
Honorable Arthur D. Spatt  
Courtroom 1020

5. The files of the Consolidated Action will be maintained in one master file under Lead Case No. 2:17-cv-02351-ADS-AYS.

6. Co-Lead Counsel for plaintiffs for the conduct of *In re The Hain Celestial Group, Inc. Stockholder Class and Derivative Litigation*, Lead Case No. 2:17-cv-02351-ADS-AYS, is designated as follows:

ROBBINS ARROYO LLP  
BRIAN J. ROBBINS  
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-and-

SCOTT+SCOTT, ATTORNEYS AT LAW, LLP  
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The Helmsley Building  
230 Park Avenue, 17th Floor  
New York, NY 10169  
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Facsimile: (212) 223-6334  
jscolnick@scott-scott.com  
tlaughlin@scott-scott.com

7. Plaintiffs' Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery, or other pre-trial or trial proceedings may be initiated or filed by any plaintiffs except through Plaintiffs' Co-Lead Counsel.

8. Plaintiffs' Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Plaintiffs' Co-Lead Counsel.

9. Liaison Counsel for plaintiffs for the conduct of *In re The Hain Celestial Group, Inc. Stockholder Class and Derivative Litigation*, Lead Case No. 2:17-cv-02351-ADS-AYS, is designated as follows:

LAW OFFICES OF THOMAS G. AMON  
THOMAS G. AMON  
733 Third Avenue, 15th Floor  
New York, NY 10017  
Telephone: (212) 810-2430  
Facsimile: (212) 810-2427  
tamon@amonlaw.com

10. Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel, and shall be responsible for communication with Defendants' counsel on matters of case administration and scheduling. Liaison Counsel shall further be responsible for creating and maintaining a master service list of all parties and their respective counsel.

11. Defendants take no position as to the appointment of Co-Lead or Liaison Counsel and expressly preserve all of their rights and defenses.

12. Defendants' counsel may rely upon all agreements made with any of plaintiffs' Co-Lead Counsel and Liaison Counsel, or other duly authorized representative of Plaintiffs' Co-Lead Counsel, and such agreements shall bind all plaintiffs.

13. This Order shall apply to each purported derivative action arising out of the same or substantially the same transactions or events as the Related Actions that is subsequently filed in, removed to, or transferred to this Court.

14. If a case that properly belongs as part of *In re The Hain Celestial Group, Inc. Stockholder Class and Derivative Litigation*, Lead Case No. 2:17-cv-02351-ADS-AYS, is hereafter filed in this Court or transferred here from another court, counsel shall promptly call to the attention of the Clerk of the Court the filing or transfer of any case that might properly be consolidated as part of *In re The Hain Celestial Group, Inc. Stockholder Class and Derivative Litigation*, Lead Case No. 2:17-cv-02351-ADS-AYS.

15. In the interest of efficiency and avoidance of unnecessary duplication of effort or expenditure of judicial resources, it is further ordered that not less than sixty (60) days from the entry of an order consolidating the Related Actions, Plaintiffs shall file a consolidated complaint with the Court or designate one of the complaints filed in the Related Actions as the operative

complaint for the Consolidated Action. Within sixty (60) days of the filing of the consolidated complaint or designation of the operative complaint, Defendants' Counsel shall answer, move, or otherwise responds to the Complaint, and within forty-five (45) days of Defendants' response, if Defendants' response is a motion, Plaintiffs shall file their opposition to the motion, and Defendants shall file their reply within forty-five (45) days thereafter. In the event there is a decision on the motion to dismiss in the related securities action, *In re The Hain Celestial Group Inc. Sec. Litig.*, No. 16-cv-04581-ADS-SIL (E.D.N.Y.) (the "Securities Action"), then within ten (10) days of the decision, Plaintiffs' Counsel and Defendants' Counsel shall meet and confer regarding whether the foregoing schedule should be amended.

16. If discovery commences in the Securities Action, Defendants shall provide Plaintiffs with electronic copies of the discovery generated in the Securities Action, including, but not limited to: (i) documents and/or other items produced in response to requests for production, any responses to interrogatories, and any responses to requests for admissions, and (ii) transcripts and exhibits of deposition testimony, provided, however, that Defendants reserve any and all rights to move for a further stay of these proceedings, and Plaintiffs reserve any and all rights to oppose that motion. Plaintiffs and their counsel agree to enter into an appropriate confidentiality agreement governing the treatment of discovery provided in this action.


17. Defendants also agree that if a settlement mediation, or any formal discovery discussions, are conducted in the Securities Action, Defendants will invite Co-Lead Counsel to participate on Plaintiffs' behalf.

18. Pursuant to Fed. R. Civ. P. 5(b)(2)(E), all parties consent to service by e-mail of any document required to be served in the Consolidated Action.

**IT IS SO STIPULATED.**

Dated: July 13, 2017

**ROBBINS ARROYO LLP**  
BRIAN J. ROBBINS  
CRAIG W. SMITH  
SHANE P. SANDERS  
SCOTT F. TEMPLETON

  
SHANE P. SANDERS

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*Counsel for Plaintiffs Jenny Silva and Jennifer Barnes and [Proposed] Co-Lead Counsel for Plaintiffs*

Dated: July 13, 2017

**SCOTT+SCOTT, ATTORNEYS AT LAW,  
LLP**  
JUDITH S. SCOLNICK  
THOMAS L. LAUGHLIN

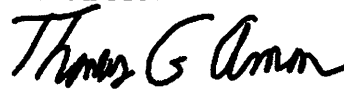
  
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*Counsel for Plaintiff Gary Merenstein and [Proposed] Co-Lead Counsel for Plaintiffs*

Dated: July 13, 2017

**LAW OFFICES OF THOMAS G. AMON**  
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*Counsel for Plaintiffs Jenny Silva and Jennifer Barnes and [Proposed] Liaison Counsel for Plaintiffs*

Dated: July 13, 2017

**DLA PIPER LLP (US)**  
**TIMOTHY E. HOEFFNER**

  
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*Counsel for Individual Defendants Irwin D. Simon, Pasquale Conte, Andrew R. Heyer, Roger Meltzer, Lawrence S. Zilavy, Richard C. Berke, Scott M. O'neil, Adrienne Shapira, Raymond W. Kelly and Nominal Defendant The Hain Celestial Group, Inc.*

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ORDER

The Clerk of the Court is directed to close the Member Cases, namely, the actions styled Barnes v. Simon et al. [17-cv-2501-SJF-AYS] and Merenstein v. Heyer et al. [17-cv-3119-ADS-AY\$].

**PURSUANT TO STIPULATION, IT IS SO ORDERED.**

DATED: Aug. 10, 2017

s/ Arthur D. Spatt

  
HONORABLE ARTHUR D. SPATT  
UNITED STATES DISTRICT COURT